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KIRKLAND & ELLIS INTERNATIONAL LLP

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Co-Counsel to the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

RETAIL GROUP, INC., *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)
) Case No. 20-33113 (KRH)
)
) (Jointly Administered)
)

**SECOND SUPPLEMENTAL ORDER SUSTAINING
DEBTORS' FOURTEENTH OMNIBUS OBJECTION TO CLAIMS
(PARTIALLY SATISFIED CLAIMS)**

Upon the objection (the "Objection")² of the above-captioned reorganized debtors (collectively, the "Debtors") for entry of an order (this "Order"), disallowing, expunging, and modifying portions of the claims set forth on Schedule 1 attached hereto, all as more fully set forth in the Objection; and upon the Esposito Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the*

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Reorganized Debtor Mahwah Bergen Retail Group, Inc.'s principal place of business and the Reorganized Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection.

United States District Court for the Eastern District of Virginia, dated August 15, 1984; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The Administrative Portion of each of the Partially Satisfied Claims set forth on the attached **Schedule 1** are hereby disallowed and expunged; *provided* that this Order will not affect the unsecured amounts identified on **Schedule 1** attached hereto in the column titled "Modified Claims." All parties' rights are reserved with respect to the Modified Claims, including the GUC Trust's rights to object to the unsecured amounts identified on **Schedule 1**.
3. The objection to the Administrative Portion of each Partially Satisfied Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each such Claim. Any stay of this Order pending appeal by any claimant subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

4. The Claims Agent is authorized and directed to modify the claims register in accordance with entry of the relief granted in this Order.

5. Nothing in this Order shall affect the Debtors' right to object to any of the Proofs of Claim at a future date.

6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Debtors' or any other party in interest's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Debtors and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute such claim.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: May 28 2021
Richmond, Virginia

/s/ Kevin R Huennekens
United States Bankruptcy Judge

Entered On Docket: May 28 2021

WE ASK FOR THIS:

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/s/ Cullen D. Speckhart

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Co-Counsel to the Reorganized Debtors

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart

Schedule 1

Partially Satisfied Claims

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 BMA NORTH VILLAGE, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801-3034	3129	Lane Bryant, Inc.	Administrative	\$1,693.55	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$18,046.24	Lane Bryant, Inc.	Unsecured	\$18,046.24
			Subtotal	\$19,739.79		Subtotal	\$18,046.24
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
2 BRE RETAIL RESIDUAL OWNER 1, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4573	Tween Brands, Inc.	Administrative	\$2,452.06	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$76,811.02	Tween Brands, Inc.	Unsecured	\$76,811.02
			Subtotal	\$79,263.08		Subtotal	\$76,811.02
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
3 BRE RETAIL RESIDUAL OWNER 1, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4610	Tween Brands, Inc.	Administrative	\$5,128.89*	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$281,887.59*	Tween Brands, Inc.	Unsecured	\$281,887.59*
			Subtotal	\$287,016.48*		Subtotal	\$281,887.59*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
4 BRIXMOR GA FASHION CORNER, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4607	Catherines, Inc.	Administrative	\$1,303.19*	Catherines, Inc.	Administrative	\$0.00
		Catherines, Inc.	Unsecured	\$39,275.11*	Catherines, Inc.	Unsecured	\$39,275.11*
			Subtotal	\$40,578.30*		Subtotal	\$39,275.11*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
5 BRIXMOR HOLDINGS 10 SPE, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4591	Catherines, Inc.	Administrative	\$2,792.37	Catherines, Inc.	Administrative	\$0.00
		Catherines, Inc.	Unsecured	\$150,912.32	Catherines, Inc.	Unsecured	\$150,912.32
			Subtotal	\$153,704.69		Subtotal	\$150,912.32
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

* Indicates claim contains unliquidated and/or undetermined amounts

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
6 BRIXMOR WARMINSTER SPE LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4570	Tween Brands, Inc.	Administrative	\$3,340.07	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$173,220.71	Tween Brands, Inc.	Unsecured	\$173,220.71
			Subtotal	\$176,560.78		Subtotal	\$173,220.71
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
7 CP VENTURE FIVE - AWC LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4603	Tween Brands, Inc.	Administrative	\$15,011.43	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$34,540.77	Tween Brands, Inc.	Unsecured	\$34,540.77
			Subtotal	\$49,552.20		Subtotal	\$34,540.77
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
8 EAST MESA MALL, L.L.C. BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4598	Tween Brands, Inc.	Administrative	\$15,281.27	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$144,818.30	Tween Brands, Inc.	Unsecured	\$144,818.30
			Subtotal	\$160,099.57		Subtotal	\$144,818.30
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
9 FREDERICK J. MENO, SOLELY IN HIS CAPACITY AS RECEIVER WEINBERG, WHEELER, HUDGINS, GUNN & DIAL, LLC MATTHEW I. KRAMER, ESQ. 2601 S BAYSHORE DRIVE, SUITE 1500 MIAMI, FL 33133	3164	Tween Brands, Inc.	Administrative	\$1,270.17	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$17,996.38	Tween Brands, Inc.	Unsecured	\$17,996.38
			Subtotal	\$19,266.55		Subtotal	\$17,996.38
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
10 MARLTON PLAZA ASSOCIATES, L.P. C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801-3034	3038	Tween Brands, Inc.	Administrative	\$3,407.03*	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$112,678.76*	Tween Brands, Inc.	Unsecured	\$112,678.76*
			Subtotal	\$116,085.79*		Subtotal	\$112,678.76*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

* Indicates claim contains unliquidated and/or undetermined amounts

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
11 NEW PLAN HAMPTON VILLAGE LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	3068	Tween Brands, Inc.	Administrative	\$1,839.84	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$56,726.04	Tween Brands, Inc.	Unsecured	\$56,726.04
			Subtotal	\$58,565.88		Subtotal	\$56,726.04
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
12 NEW PLAN PROPERTY HOLDING COMPANY C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801-3034	3205	Tween Brands, Inc.	Administrative	\$1,248.62*	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$28,590.67*	Tween Brands, Inc.	Unsecured	\$28,590.67*
			Subtotal	\$29,839.29*		Subtotal	\$28,590.67*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
13 NEW PLAN PROPERTY HOLDING COMPANY C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4575	Catherines, Inc.	Administrative	\$2,059.73*	Catherines, Inc.	Administrative	\$0.00
		Catherines, Inc.	Unsecured	\$121,418.39*	Catherines, Inc.	Unsecured	\$121,418.39*
			Subtotal	\$123,478.12*		Subtotal	\$121,418.39*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
14 NEWBRIDGE, LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801-3034	2987	Lane Bryant, Inc.	Administrative	\$3,749.88*	Lane Bryant, Inc.	Administrative	\$0.00
		Lane Bryant, Inc.	Unsecured	\$203,705.00*	Lane Bryant, Inc.	Unsecured	\$203,705.00*
			Subtotal	\$207,454.88*		Subtotal	\$203,705.00*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
15 POWER & RAY, L.L.C. C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4604	Catherines #5147, Inc.	Administrative	\$2.20*	Catherines #5147, Inc.	Administrative	\$0.00
		Catherines #5147, Inc.	Unsecured	\$113,206.77*	Catherines #5147, Inc.	Unsecured	\$113,206.77*
			Subtotal	\$113,208.97*		Subtotal	\$113,206.77*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

* Indicates claim contains unliquidated and/or undetermined amounts

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

NAME	CLAIM#	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
16 PRISA ARBOR LAKES, LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4595	Tween Brands, Inc.	Administrative	\$16,496.67	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$169,856.55	Tween Brands, Inc.	Unsecured	\$169,856.55
			Subtotal	\$186,353.22		Subtotal	\$169,856.55
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
17 ROUND ROCK CROSSINGS TEXAS, LP C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	4593	Catherines, Inc.	Administrative	\$2,428.52*	Catherines, Inc.	Administrative	\$0.00
		Catherines, Inc.	Unsecured	\$140,968.43*	Catherines, Inc.	Unsecured	\$140,968.43*
			Subtotal	\$143,396.95*		Subtotal	\$140,968.43*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
18 RPAI COLLEGE STATION GATEWAY II LIMITED PARTNERSHIP BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4605	Tween Brands, Inc.	Administrative	\$18,556.72	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$161,476.03	Tween Brands, Inc.	Unsecured	\$161,476.03
			Subtotal	\$180,032.75		Subtotal	\$161,476.03
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
19 SOF-IX PB OWNER, LP BALLARD SPAHR LLP DUSTIN P. BRANCH 2029 CENTURY PARK EAST SUITE 1400 LOS ANGELES, CA 90067-2915	4228	Ascena Retail Group, Inc.	Administrative	\$1,898.07	Ascena Retail Group, Inc.	Administrative	\$0.00
		Ascena Retail Group, Inc.	Unsecured	\$32,261.77	Ascena Retail Group, Inc.	Unsecured	\$32,261.77
			Subtotal	\$34,159.84		Subtotal	\$32,261.77
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
20 STAR-WEST GATEWAY, LLC DUSTIN P. BRANCH, ESQ. BALLARD SPAHR LLP 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4092	Ascena Retail Group, Inc.	Administrative	\$2,514.45	Ascena Retail Group, Inc.	Administrative	\$0.00
		Ascena Retail Group, Inc.	Unsecured	\$95,613.00	Ascena Retail Group, Inc.	Unsecured	\$95,613.00
			Subtotal	\$98,127.45		Subtotal	\$95,613.00
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					

* Indicates claim contains unliquidated and/or undetermined amounts

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

		ASSERTED CLAIMS			MODIFIED CLAIMS		
NAME	CLAIM#	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
21 VANCOUVER MALL II LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4596	Tween Brands, Inc.	Administrative	\$7,107.04	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$73,756.85	Tween Brands, Inc.	Unsecured	\$73,756.85
			Subtotal	\$80,863.89		Subtotal	\$73,756.85
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
22 VESTAL SHOPPES LLC C/O BALLARD SPAHR LLP ATTN: LESLIE C. HEILMAN, ESQ. 919 N. MARKET STREET, 11TH FL WILMINGTON, DE 19801	4569	Catherines #5147, Inc.	Administrative	\$2,350.64*	Catherines #5147, Inc.	Administrative	\$0.00
		Catherines #5147, Inc.	Unsecured	\$127,913.50*	Catherines #5147, Inc.	Unsecured	\$127,913.50*
			Subtotal	\$130,264.14*		Subtotal	\$127,913.50*
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
23 WILTON MALL, LLC DUSTIN P. BRANCH, ESQ BALLARD SPAHR LLP 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	3495	Ascena Retail Group, Inc.	Administrative	\$3,257.82	Ascena Retail Group, Inc.	Administrative	\$0.00
		Ascena Retail Group, Inc.	Unsecured	\$17,007.58	Ascena Retail Group, Inc.	Unsecured	\$17,007.58
			Subtotal	\$20,265.40		Subtotal	\$17,007.58
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
24 WILTON MALL, LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	4599	Tween Brands, Inc.	Administrative	\$7,034.21	Tween Brands, Inc.	Administrative	\$0.00
		Tween Brands, Inc.	Unsecured	\$17,007.58	Tween Brands, Inc.	Unsecured	\$17,007.58
			Subtotal	\$24,041.79		Subtotal	\$17,007.58
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
25 ZONA ROSA DEVELOPMENT, LLC BALLARD SPAHR LLP DUSTIN P. BRANCH, ESQ. 2029 CENTURY PARK EAST, SUITE 1400 LOS ANGELES, CA 90067-2915	3924	Ascena Retail Group, Inc.	Administrative	\$12,666.20	Ascena Retail Group, Inc.	Administrative	\$0.00
		Ascena Retail Group, Inc.	Unsecured	\$277,500.24	Ascena Retail Group, Inc.	Unsecured	\$277,500.24
			Subtotal	\$290,166.44		Subtotal	\$277,500.24
		Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection.					
		TOTAL		\$ 2,822,086.24*	TOTAL		\$ 2,687,195.60*

* Indicates claim contains unliquidated and/or undetermined amounts